

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

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| In Re: | |
| ROCKDALE MARCELLUS HOLDINGS, LLC, and ROCKDALE MARCELLUS, LLC, ¹ | Case No. 21-22080-GLT |
| Debtors. | Chapter 11 |
| THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF ROCKDALE MARCELLUS HOLDINGS, LLC, and ROCKDALE MARCELLUS, LLC, | (Jointly Administered) |
| Movant, | Document No.: |
| v. | Related to Doc. No. _____ |
| NO RESPONDENT. | |

**ORDER AUTHORIZING AND APPROVING THE
EMPLOYMENT OF PACHULSKI STANG ZIEHL & JONES LLP AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF THE DEBTORS EFFECTIVE AS OF OCTOBER 6, 2021**

Upon consideration of the *Application of the Official Committee of Unsecured Creditors Pursuant to Sections 327, 328, 330, and 1103 of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure 2014 and 2016, and Local Rule 2016-1 For Authorization to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Counsel Effective as of October 6, 2021* (the “Application”),² pursuant to sections 327, 328, 330 and 1103(a) of Title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Western District of Pennsylvania (the “Local Rules”) for

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Rockdale Marcellus Holdings, LLC (7117); Rockdale Marcellus, LLC (8767). The Debtors’ address is 4600 J. Barry Ct., Suite 220, Canonsburg, PA 15317.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

an order authorizing and approving the retention and employment of Pachulski Stang Ziehl & Jones LLP (“PSZJ”) as counsel for the Official Committee of Unsecured Creditors (the “Committee”) of the of the above-captioned debtors and debtors in possession (together, the “Debtors”) in these chapter 11 cases; and upon consideration of the declarations of Bradford J. Sandler and the Committee Chair in support of the Application filed by the Committee; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Application is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and the Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED** as set forth herein.
2. The Committee is authorized to retain and employ PSZJ as counsel to the Committee effective October 6, 2021.
3. PSZJ shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors’ cases as set forth in the Application and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and any other applicable procedures and orders of this Court.

4. Notwithstanding anything to the contrary in the Application or the Declarations attached to the Application, PSZJ shall not be entitled to reimbursement for fees and expenses in connection with any objection to its fees, without further order of the Court.

5. The Committee and PSZJ are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

6. PSZJ shall use its reasonable efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these chapter 11 cases.

7. PSZJ will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, PSZJ will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

8. To the extent the Application, the Sandler Declaration, or the Committee Chair Declaration, is inconsistent with this Order, the terms of this Order shall govern.

9. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated:

GREGORY L. TADDONIO
UNITED STATES BANKRUPTCY JUDGE